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SEC 1972 (6/02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

PROCESSED

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
JNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL FINAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response 1

SEC USE ONLY						
Prefix	-	Serial				
DATE RECEIVED						

Name of offering ([] check if this is an amendment and name has changed and indicate change): Positive Networks, Inc. Series B Preferred Stock Offering
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE
Type of Filing: [X] New Filing [] Amendment
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer ([] check if this is an amendment and name has changed, and indicate change): Positive Networks, Inc.
Address of Executive Offices (Number and Street, City, State, Zip Code): Telephone Number: 8500 W. 110 th Street, Suite 400 (913) 469-0005 Overland Park, Kansas 66210

KC-1089946-2

1

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code):							
Brief Description of Business: Positive Networks, Inc. is a corporation formed for the purpose of providing remote-office capabilities to companies and their employees.							
Type of Business Organization: [X] corporation [] limited partnership, already formed [] business trust [] limited partnership, to be formed [] other (please specify)							
Actual or Estimated Date of Incorporation: $\frac{\text{Month}}{3} \frac{\text{Year}}{2001}$ [X] Actual [] Estimated							
Jurisdiction of Incorporation or Organization (enter two-letter U.S. Postal Service abbreviation for State, CN for Canada; FN for other foreign jurisdiction): DE							

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required. Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

KC-1089946-2 2

A. BASIC IDENTIFICATION DATA

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- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

• Each general and managing partner of partnership issuers.							
Check Box(es) [X] Promoter that Apply:	, , = -						
Full Name (Last name first, if is Sutton, Timothy	ndividual):						
Business or Residence Address (Number and Street, City, State, Zip Code): 8500 W. 110 th Street, Suite 400 Overland Park, Kansas 66210							
Check Box(es) [X] Promoter that Apply:	[X]Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner			
Full Name (Last name first, if individual): Dispensa, Steve							
Business or Residence Address (Number and Street, City, State, Zip Code): 8500 W. 110 th Street, Suite 400 Overland Park, Kansas 66210							
Check Box(es) [] Promoter that Apply:	[]Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner			
Full Name (Last name first, if individual): Montgomery, James							
Business or Residence Address c/o Digital Coast Ventu 233 Wilshire Boulevard Santa Monica, Californ	res, LLC	treet, City, State	, Zip Code):				

KC-1089946-2 3

Check Box(es) [] Promoter that Apply:	[] Beneficial [X] Owner	Executive [] Director Officer	[] General and/or Managing Partner
Full Name (Last name first, if i	ndividual): Carma	nn, Steven	
Business or Residence Address c/o Blackwell Sanders I 2300 Main Street, Suite Kansas City, Missouri	Peper Martin LLP 1000	t, City, State, Zip Code):	
Check Box(es) [] Promoter that Apply:	[X] Beneficial [] Owner	Executive [] Director Officer	[] General and/or Managing Partner
Full Name (Last name first, if i Digital Coast Ventures,			
Business or Residence Address c/o Digital Coast Ventu 233 Wilshire Boulevard Santa Monica, Californi	res, LLC	t, City, State, Zip Code):	
(Use blank sheet, or co	oy and use addition	al copies of this sheet, as	necessary.)

KC-1089946-2

B. INFORMATION ABOUT OFFERING													
 Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. 										Yes	No [X]		
2.	What is	the m	inim	um inv	estment	that wi	ll be acc	cepted fi	rom any	individ	lual?	\$ 26,1	25.00
3.	Does th	e offer	ing	permit j	oint ow	nership	of a sin	gle unit	?			Yes [X]	No []
4.	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Ful	l Name	(Last n	name	e first, it	findivid	lual):							
Bus	siness or	Resid	ence	e Addre	ss (Nun	iber and	l Street,	City, S	tate, Zip	Code):			
Naı	me of A	ssociat	ed E	Broker o	r Deale	r:						4.00	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States): [] All States								5					
[AI	L] [Ak	[A	<i>Z</i>]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [IN	[IA	<u>4]</u>	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M	T] [NE] [N	V]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI] [SC] [S]	D]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

KC-1089946-2 5

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Enter the aggregate offering price of securities included in this
offering and the total amount already sold. Enter "0" if answer is
"none" or "zero." If the transaction is an exchange offering, check
this box [] and indicate in the columns below the amounts of the
securities offered for exchange and already exchanged.

Type of Security:	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$ 743,375.00	\$ 743,375.00
[] Common [X] Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$0	\$
Other (Specify)	\$0	\$
Total	\$ 743,375.00	\$ 743,375.00
Answer also in Appendix, Column 4, if		

Answer also in Appendix, Column 4, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amount of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	8	\$ 743,375.00
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		\$

Answer also in Appendix, Column 4, if filing under ULOE.

listed in Part C-Question 1. Type of Dollar Amount Type of offering: Security Sold Rule 505 Regulation A Rule 504 Total Answer also in Appendix, Column 4, if filing under ULOE. 4. (a) Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees \$ 10,000.00 [X]Accounting Fees [] **Engineering Fees** Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total 10,000.00 [X](b) Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4(a). This difference is the "adjusted gross proceeds to the issuer." \$ 733,375.00

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4(b) above.

	Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	[]\$	[]\$
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$	[]\$
Repayment of indebtedness		[]\$
Working capital	[]\$ 733,375.00	
Other (specify)	[]\$	[]\$
Column Totals	[]\$_733,375.00	[]\$
Total Payments Listed (column totals added)	[]\$_733,375	.00

KC-1089946-2

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type): Positive Networks, Inc.	Signature:	Date: 5/27/07	
Name of Signer (Print or Type): Timothy Sutton		Title of Signer (Print or Type): Chief Executive Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

KC-1089946-2